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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	April 30, 2013
Estimated average burden hours per response . . .	12.00



13031010

**ANNUAL AUDITED REPORT**  
**FORM X-17A-5** SEC  
**PART III** Mail Processing  
Section

SEC FILE NUMBER
8 - 53573

MAR - 1 2013

**FACING PAGE**  
**Information Required of Brokers and Dealers Pursuant to Section 17 of the**  
**Securities Exchange Act of 1934 and Rule 17a-5** Washington DC  
hereunder

REPORT FOR THE PERIOD BEGINNING 1/1/2012 AND ENDING 12/31/2012  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

**Marwood Group LLC**

OFFICIAL USE ONLY
_____
FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

**733 Third Ave., 11TH FLOOR**

(No. and Street)

**New York**

**NY**

**10017**

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

**Howard Spindel**

**212-897-1688**

(Area Code -- Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

**Marcum LLP**

(Name -- if individual, state last, first, middle name)

**10 Melville Park Road**

**Melville**

**NY**

**11747**

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

SEC 1410 (06-02)

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

OATH OR AFFIRMATION

I, Howard Spindel, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Marwood Group LLC, as of December 31, 2012, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

[Signature]  
Signature  
Financial and Operations Principal  
Title

[Signature]  
Notary Public

**CARL GOODMAN**  
Notary Public, State of New York  
No. 01G09821038  
Qualified in Rockland County  
Commission Expires March 30, 2014

This report\*\* contains (check all applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement Cash Flows
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent auditor's report on internal accounting control.
- (p) Schedule of segregation requirements and funds in segregation--customers' regulated commodity futures account pursuant to Rule 171-5.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2012**

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**CONTENTS**

---

**Independent Auditors' Report**..... 1-2

**Financial Statement**

Statement of Financial Condition as of December 31, 2012 .....3

**Notes to Financial Statement** ..... 4-8



## INDEPENDENT AUDITORS' REPORT

To the Member of  
**Marwood Group LLC**

### *Report on the Financial Statements*

We have audited the accompanying statement of financial condition of Marwood Group LLC (the "Company") (a wholly-owned subsidiary of Marwood Group & Co. USA LLC), as of December 31, 2012 that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statement.

### *Management's Responsibility for the Financial Statement*

Management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of a financial statements that is free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of Marwood Group LLC as of December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

*Marcum LLP*

Melville, NY  
February 28, 2013

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2012**

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<b>Assets</b>		
Cash	\$	446,315
Accounts receivable		885,743
Property and equipment, net		<u>1,032</u>
<b>Total Assets</b>		<b><u>\$ 1,333,090</u></b>
<b>Liabilities and Member's Equity</b>		
<b>Liabilities</b>		
Accrued expenses and other liabilities	\$	60,630
<b>Contingencies</b>		
<b>Member's Equity</b>		<u>1,272,460</u>
<b>Total Liabilities and Member's Equity</b>		<b><u>\$ 1,333,090</u></b>

*The accompanying notes are an integral part of this financial statement.*

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**NOTES TO FINANCIAL STATEMENT**

**DECEMBER 31, 2012**

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**NOTE 1 - ORGANIZATION**

Marwood Group LLC (the "Company"), a wholly owned subsidiary of Marwood Group & Co. USA LLC (the "Parent"), was formed under the laws of the state of New York. The Company is a broker-dealer registered with the Securities and Exchange Commission (the "SEC") and a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). The Company's business consists primarily of acting as a placement agent for investment management companies.

As provided for in the Company's limited liability company agreement (the "LLC Agreement"), the Company will continue indefinitely unless terminated sooner pursuant to certain events as defined in the LLC Agreement.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***BASIS OF PRESENTATION***

The accompanying financial statement has been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

***SUBSEQUENT EVENTS***

The Company has evaluated subsequent events through the date this financial statement was issued.

Effective January 1, 2013, the Company's expense sharing agreement with its Parent and affiliates has been modified such that expenses borne by the Parent on behalf of the Company will be absorbed by the Parent and will no longer be considered an expense of the Company.

***USE OF ESTIMATES***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**NOTES TO FINANCIAL STATEMENT**

**DECEMBER 31, 2012**

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

*CASH*

The Company maintains cash with major financial institutions. At times, cash may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation insurance limits.

*ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS*

The Company generally does not require collateral or other security to support client receivables, although the Company does require retainers and up-front deposits in certain situations. At December 31, 2012, the Company determined that no reserve against accounts receivable was required. While bad debt expense has historically been within management's expectations, the Company cannot guarantee that it will continue to experience the same credit loss rates that it has in the past. If the financial condition of clients was to deteriorate, resulting in an impairment of their ability to make payments, an allowance may be required.

At December 31, 2012, one customer accounted for 100% of total accounts receivable.

*PROPERTY AND EQUIPMENT*

Property and equipment are stated at cost and depreciation is being provided using the straight-line method over their estimated useful lives, which is generally five to seven years. Upon retirement or other disposition of these assets, the cost and related accumulated depreciation are removed from the accounts and the resulting gains or losses are reflected in the results of operations. Expenditures for maintenance and repairs are charged to expense as incurred. Renewals and betterments are capitalized.

*INCOME TAXES*

The Company is a single member limited liability company and, therefore, is considered to be a disregarded entity for income tax purposes. The members of a limited liability company are taxed on their proportionate share of a company's federal and state taxable income. Accordingly, no liability for federal or state income taxes has been included in this financial statement.

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**NOTES TO FINANCIAL STATEMENT**

**DECEMBER 31, 2012**

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

***INCOME TAXES***

The amount payable for the Company's share of the Parent's New York City Unincorporated Business Tax is calculated as if each company filed on a separate return basis and is recorded as a capital contribution from the Parent.

The Company recognizes uncertain tax positions that it has taken or expects to take on a tax return. Management has concluded that the Company is a pass-through entity and there are no uncertain tax positions that would require recognition in the financial statement. If the Company were to incur an income tax liability from an uncertain tax position in the future, interest on any income tax liability would be reported as interest expense and penalties on any income tax liability would be reported as income taxes. As of December 31, 2012, no interest or penalties were required to be recorded. Management's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations, and interpretations thereof as well as other factors. Generally, federal, state, and local authorities may examine the tax returns for three years from the date of filing and the current and prior three years remain subject to examination as of December 31, 2012.

The Company's Parent recognizes deferred tax assets and liabilities for the future tax consequences of events that have been recognized in its financial statement or income tax returns. The accompanying financial statement has been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The Company's Parent prepares its tax returns on a cash basis. Accordingly, the Company computes deferred tax assets or liabilities for the increase or decrease in future years' tax liabilities related to the temporary differences, which arise by utilizing these two accounting methods.

***FAIR VALUE OF FINANCIAL INSTRUMENTS***

Fair value is the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following fair value hierarchy is used in selecting inputs, with the highest priority given to Level 1, as these are the most transparent or reliable:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**NOTES TO FINANCIAL STATEMENT**

**DECEMBER 31, 2012**

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

***FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)***

- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Certain financial instruments are carried at cost on the statement of financial condition, which approximates fair value due to their short-term, highly liquid nature. These financial instruments include cash, accounts receivable, and accrued expenses and other liabilities.

**NOTE 3 - PROPERTY AND EQUIPMENT**

At December 31, 2012, property and equipment consisted of the following:

	<u>Amount</u>	<u>Estimated Useful Lives</u>
Computer equipment	\$ 28,604	5-7 years
Office furniture	<u>14,450</u>	5-7 years
	43,054	
Less: Accumulated depreciation	<u>(42,022)</u>	
<b>Property and Equipment, Net</b>	<b><u>\$ 1,032</u></b>	

**NOTE 4 - RELATED PARTY TRANSACTIONS**

The Company shares office, administrative, and occupancy expenses with the Parent and other affiliates. The Company recognizes its share of such expenses by a formula determined by management as defined in an expense sharing agreement (the "Expense Sharing Agreement") between the Company, the Parent, and other affiliates. In accordance with the Expense Sharing Agreement, on the last business day of each month, the total of any amounts due to the Parent or other affiliates that is not paid shall automatically convert to a capital contribution from the Parent. For the year ended December 31, 2012, expenses paid by the Parent and recorded as capital contributions to the Company totaled \$894,180. Expenses paid by the Company and recorded as capital distributions to the Parent amounted to \$9,700 for the year ended December 31, 2012.

**MARWOOD GROUP LLC**  
**(A Wholly-Owned Subsidiary of Marwood Group & Co. USA LLC)**

**NOTES TO FINANCIAL STATEMENT**

**DECEMBER 31, 2012**

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**NOTE 4 - RELATED PARTY TRANSACTIONS (CONTINUED)**

The amount of income tax expense recorded as a capital contribution to the Company amounted to \$184,900 for the year ended December 31, 2012.

On April 18, 2007, the Parent entered into two term loan agreements (the "Term Loans") with a financial institution totaling up to \$1,200,000 and maturing on April 18, 2013. These Term Loans were repaid in February 2013. Additionally, on November 1, 2011, the Parent entered into a third term loan (the "New Term Loan") totaling up to \$3,500,000 and maturing on November 1, 2016.

In the aggregate, approximately \$3,100,000 of the Term Loans and the New Term Loan was outstanding at December 31, 2012. The Parent has granted a security interest in substantially all of the Parent's assets as collateral for the loans.

**NOTE 5 - NET CAPITAL REQUIREMENTS**

The Company is subject to the SEC Uniform Net Capital Rule 15c3-1, which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, to not exceed 15 to 1. At December 31, 2012, the Company had net capital of \$421,114, which was \$416,114 in excess of its required net capital of \$5,000. The Company's ratio of aggregate indebtedness to net capital was 0.14 to 1 at December 31, 2012.

**NOTE 6 - CONTINGENCIES**

In December 2011, February 2012, March 2012 and May 2012 the Company and certain of its employees, the Parent and certain other entities owned by the Parent (the "Respondents") received informational subpoenas from the United States Securities and Exchange Commission relating to trading in the securities of Amlyn Pharmaceuticals. The Respondents are cooperating fully with these informational subpoenas. The Respondents do not maintain a trading desk or trade in these securities. The Respondents' cooperation is based upon written research provided to its clients who may have traded in these securities. The Company cannot at this time predict the outcome of this matter and there can be no assurances that the ultimate outcome will not have a material adverse impact on the Company's financial position, results of operations or cash flows.